



**The
Waterbase
Limited**



Corporate Office :

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www.waterbaseindia.com

September 24, 2021

The Manager,
Listing Department,
BSE Limited,
Phiroze Jeejeebhoy Towers, Dalal Street,
Mumbai- 400 001

Ref: Scrip Code: 523660 / WATERBASE

Dear Madam / Sir,

Sub: Summary of Proceedings of the 34th Annual General Meeting ('AGM'), Scrutinizer's Report and Voting Results of the 34th AGM of The Waterbase Limited ('the Company')

In terms of the Ministry of Corporate Affairs' (MCA) General Circular Nos. 14/2020 and 17/2020 dated April 8, 2020 and April 13, 2020 respectively, read with Circular Nos. 20/2020 dated May 5, 2020 and 02/2021 dated January 13, 2021 (together referred to as MCA Circulars) and the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 (referred to as SEBI Circular) and in compliance with other applicable provisions of the Companies Act, 2013 ('Act') and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the 34th AGM of the Company was held on Thursday, September 23, 2021 at 11:30 a.m. (IST) through Video Conference ('VC')/Other Audio Visual Means ('OAVM'), without the physical presence of its Members at a common venue, to transact the business as stated in the AGM Notice dated August 31, 2021 ('Notice').

In this regard, please find enclosed the following:

- 1) Summary of the proceedings of the AGM of the Company as required under Regulation 30 read with Part A of Schedule III of the Listing Regulations, as amended.
- 2) The Scrutinizer's Report dated September 23, 2021, pursuant to Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, each as amended, along with the combined voting results of remote e-voting and e-voting conducted during the AGM, in relation to the business transacted at the AGM, as required under Regulation 44(3) of the Listing Regulations, as amended.



Registered Office / Factory:

Ananthapuram Village | T.P. Gudur Mandal | Nellore | Andhra Pradesh | 524344.

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As per the Scrutinizer's Report, which has been countersigned by the Company Secretary, all the resolutions for the agenda items set out in the Notice of the 34th AGM have been duly approved by the Shareholders with requisite majority.

The Scrutinizer's Report has also been uploaded on the Company's website.

You are requested to take the aforesaid documents on record.

Thanking you,

For The Waterbase Limited

T.B. Srikanth

T.B.Srikanth
Company Secretary & Compliance Officer



Encl: as stated



Proceedings of the 34th Annual General Meeting (AGM) of The Waterbase Limited., held on Thursday, September 23, 2021, at 11:30 a.m. through Video Conferencing / Other Audio-Visual Means.

The following persons were present through Video Conferencing (VC) / Other Audio-Visual Means (OAVM):

Directors Present:

S. No.	Name	Designation
1	Mr. Vikramaditya Mohan Thapar	Chairman & Non – Executive Director and Chairman of the Stakeholder's Relationship Committee
2	Mr. Varun Aditya Thapar	Non- Executive Director
3	Mr. Anil Kumar Bhandari	Independent Director and Chairman of <ul style="list-style-type: none"> the Audit Committee and Nomination & Remuneration Committee
4	Ms. Shashikala Venkatraman	Independent Director

Key Managerial Personnel Present:

S. No.	Name	Designation
1	Mr. Ramakanth V Akula	Chief Executive Officer (CEO)
2	Mr. R Sureshkumar	Chief Financial Officer (CFO)
3	Mr. T B Srikanth	Company Secretary and Compliance Officer

Statutory Auditor and Secretarial Auditor:

- 1) Mr. Abhijit Bandyopadhyay, Partner, M/s Deloitte Haskins & Sells LLP, Statutory Auditors of the company, was present.
- 2) Ms. Usha Balasubramanian, Partner, M/s ARUB & Associates, Secretarial Auditor of the company, was present.

Scrutinizer of the 34th Annual General Meeting:

Mr. K. J. Chandra Mouli, Partner, M/s BP & Associates, Company Secretaries in Practice and the Scrutinizer for the 34th AGM was also present through VC / OAVM.



The 34th AGM of the Members of The Waterbase Limited ('the Company') was held on Thursday, September 23, 2021, at 11:30 a.m. (IST) through Video Conferencing ('VC') / Other Audio-Visual Means ('OAVM'). The Meeting was conducted in compliance with the circulars issued by the Ministry of Corporate Affairs ('MCA') and the Securities and Exchange Board of India ('SEBI') owing to the Covid-19 pandemic.

The Company had availed the facilities provided by the Central Depositories Services Limited (CDSL) for convening the AGM through VC / OAVM, for remote e-voting and for e-voting at the AGM.

The Company Secretary welcomed the Members to the Meeting and briefed them on details relating to their participation at the Meeting through Video Conferencing ('VC') / Other Audio-Visual Means ('OAVM').

Mr. Vikramaditya Mohan Thapar, Chairman, occupied the Chair and announced that due to certain health reasons, he was requesting Mr. Varun Thapar, Non- Executive Director of the company to Chair and conduct the proceedings of the meeting on behalf of the Board.

Thereafter, Mr. Varun Aditya Thapar chaired the meeting. He welcomed all the shareholders to the 34th Annual General Meeting.

After confirming with the CS on the availability of quorum, he called the meeting to Order.

The Chairman the welcomed and introduced the other Directors on the Board of Waterbase to the members. He also informed that due to certain exigencies Mr. Ranjit Mehta and Mr. Rahul Kapur, Independent Directors, could not attend the meeting.

He also confirmed that Chairman of all the sub-committees of the Board were present at the AGM.

Thereafter, he extended a warm welcome to the CEO, CFO, Statutory Auditors, Secretarial Auditors and the Scrutinizer.

The Chairman then briefed the members about the performance highlights of the company for the financial year 2020-21. He also explained in detail, the industry scenario, challenges faced by the company due to COVID-19 and the actions taken by the Company to overcome the challenges. He also briefed on the global market situation

Thereafter he requested Mr. Ramakanth V Akula, Chief Executive Officer to brief the members on the Business and financial performance of the Company.

Mr. Ramakanth Akula then addressed the members and gave insights on the business performance, overall sectoral outlook and the various initiatives the company had taken in the





last 1 year to overcome the challenges posed by Covid – 19. He also highlighted on some of the recent developments in the sector and gave a broad global and sectoral overview.

Thereafter, the Chairman requested the Company Secretary to brief the businesses which were to be transacted during the AGM.

The Company Secretary then briefed the members that the following businesses need to be transacted at the AGM as per the notice dated August 31, 2021.

Ordinary Business:

1. Adoption of Audited Standalone and Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2021, along with the report of the Board of Directors, and Auditors thereon.
2. Confirmation of payment of Final Dividend of Re.1/- (Rupee One Only) per equity share of face value Rs. 10 each for the Financial Year 2020-21.
3. Re-appointment of Mr. Vikramaditya Mohan Thapar (DIN: 00030967), Director, who retires by rotation and offers himself for re-appointment.

The Company Secretary then informed that few shareholders had registered as speaker shareholders for speaking at the AGM and requested the permission of the Chairman to allow the same.

The Chairman agreed and asked the Company Secretary to invite the speaker shareholders one by one.

Thereafter, the Company Secretary called the names of the speaker shareholders one by one and all of them expressed their views and raised questions. Further, the questions received through e-mail were also put up to the Board and the Senior Management.

The Chairman, CEO and CFO responded to all the questions.

The Company Secretary then informed that a total of 66 members representing 2,83,56,021 shares constituting 68.45% of the share capital attended the AGM.

The Chairman then proposed a formal vote of thanks to all the Shareholders, Directors, and other Invitees who attended the AGM.

He also informed the Members that the consolidated voting results will be disseminated to the Stock Exchanges on which the Company's shares are listed within 48 hours from the conclusion of the Meeting and will also be made available on the website of the Company at www.waterbaseindia.com





After completion of all deliberations, the e-voting module was extended for another 15 minutes to enable the members to cast their votes.

The meeting concluded at 1:00 p.m.

Post the conclusion of the e-voting, the Scrutinizers' report was received.

As per the report, all the proposed resolutions had been passed with requisite majority.

This is for your kind information and record.

For The Waterbase Limited

T.B. Srikanth
Company Secretary & Compliance Officer





Consolidated Scrutinizer's Report - THE WATERBASE LIMITED

[Pursuant to section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman
The Board of Directors
The Waterbase Limited

Ref: 34th Annual General Meeting of the Equity Shareholders of THE WATERBASE LIMITED held on Thursday, the 23rd day of September, 2021 at 11.30 A.M IST through Video Conferencing (VC)/ Other Audio Visual Means (OAVM).

Respected Sir,

I, K. J. Chandramouli, Partner of M/s. BP & Associates, Practising Company Secretaries, have been appointed as the Scrutinizer by the Board of Directors of **THE WATERBASE LIMITED ("the Company")** pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, to conduct the remote e-voting process in respect of the below mentioned resolutions proposed at the 34th Annual General Meeting ("AGM") of the Company held on Thursday, September 23, 2021 at 11:30 a.m. (IST) through VC/OAVM.

I am also appointed as Scrutinizer to scrutinize the e-voting process during the AGM.

The AGM notice dated August 31, 2021, as confirmed by the Company, was sent to the Shareholders in respect of the below mentioned resolutions passed at the AGM of the Company through electronic mode to those Members whose email addresses are registered with the Company/Depositories. The emails were sent in compliance with the MCA Circular No. 02/2021 dated January 13, 2021, Circular No.20/ 2020 dated May 5, 2020 read with Circulars 14/ 2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 (collectively referred to as 'MCA Circulars') and SEBI/HO/CFD/ CMD2/CIR/P/2021/11 dated January 15, 2021 read with SEBI Circular No. SEBI/HO/CFD /CMD1/CIR/P/2020/79 dated May 12, 2020 (referred to as SEBI Circular) and In relation to "Clarification on passing of ordinary and special resolution by the companies under the Companies Act, 2013 and the rules made thereunder on the account of threat posed by Covid-19" and Clarification on holding of Annual General Meeting (AGM) through Video Conferencing (VC) or Other Audio Visual Means (OAVM)" all issued by the Ministry of Corporate Affairs, Government of India ("MCA Circulars") and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, ("Listing Regulations").





We hereby state that, we are familiar and well versed with the concept of electronic voting system as prescribed under the said Rules.

- 1 The Management of the Company is responsible to ensure compliance with the requirements of (i) the Companies Act 2013 and the rules made thereunder and (ii) the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, ("LODR") relating to e-voting on the resolutions contained in the Notice calling the Annual General Meeting.
- 2 Our responsibility as scrutinizer for the e-voting facility both for e-voting prior to the AGM (remote e-voting) and voting at the AGM by electronics means (e-voting) is restricted to make scrutinizer's report of the votes cast "in favour" or "against" the resolutions stated below, based on the reports generated from the e-voting system provided by M/s. Central Depository Services India Ltd, (CDSL) the authorized agency engaged by the Company to provide facilities for remote e-voting and e-voting by the Shareholders of the Company.
- 3 The e-Voting period remained open from Monday, 20th September, 2021 at 9.00 a.m. and ended on Wednesday, 22nd September 2021 at 5:00 p.m. During this period, the shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., Thursday, 16th September, 2021 have casted their vote electronically were entitled to vote on the proposed 3 (Three) resolutions as mentioned in the Notice of the 34th Annual General Meeting of "THE WATERBASE LIMITED" (Item Number 1 to 3 of the Notice of the 34th AGM of THE WATERBASE LIMITED).
- 4 As per the information given by the Company, the names of the shareholders who had voted by remote e-voting through the facility provided by CDSL had been blocked and only those members who were present at the AGM through VC and who had not voted on remote evoting were allowed to cast their votes through e-voting system during the AGM.
- 5 After closure of e-voting at the AGM, the votes cast through evoting at the AGM and through remote e-voting prior to the date of AGM were unblocked and downloaded from the e-voting website of Central Depository Services India Ltd .The e-voting data/results downloaded from the e-voting system of CDSL were scrutinized and reviewed, the votes were counted (who voted "For" and "Against"), and the results were prepared.





6 The result of the E- voting is as under:

Item No - 1

Ordinary Resolution - To receive, consider and adopt

a. the Audited Standalone Financial Statements of the Company for the year ended 31st March, 2021 together with the Reports of the Board of Directors and the the Report of the Auditors thereon.

b. the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2021, together with the Report of the Auditors thereon.

Mode of Voting	Votes in favor of the resolution		Votes against the resolution		Invalid/ Abstained Votes	Total	
	Nos.	%	Nos.	%	Nos.	Nos.	%
Remote e-Voting	2,83,56,223	100.00%	400	0.00%	0	2,83,56,623	100.00%
e-Voting at AGM	0	0.00%	0	0.00%	0	0	0.00%
Total	2,83,56,223	100.00%	400	0.00%	0	2,83,56,623	100.00%

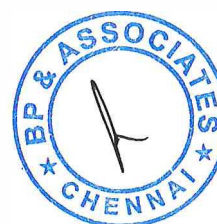
Based on the aforesaid results, we report that this **Ordinary Resolution** has been passed with requisite Majority.

Item No - 2

Ordinary Resolution -To consider and declare Final Dividend of Rs.1 per fully paid-up Equity Share of face value Rs.10/- each for the Financial Year 2020-21

Mode of Voting	Votes in favor of the resolution		Votes against the resolution		Invalid/ Abstained Votes	Total	
	Nos.	%	Nos.	%	Nos.	Nos.	%
Remote e-Voting	2,83,56,229	100.00%	394	0.00%	0	2,83,56,623	100.00%
e-Voting at AGM	-	0.00%	0	0.00%	0	-	0.00%
Total	2,83,56,229	100.00%	394	0.00%	0	2,83,56,623	100.00%

Based on the aforesaid results, we report that this **Ordinary Resolution** has been passed with requisite Majority.





BP & ASSOCIATES
Company Secretaries

Item No - 3

Ordinary Resolution - To appoint a Director in place of Mr. Vikramaditya Mohan Thapar (DIN: 00030967), who retires by rotation in accordance with section 152 of the Companies Act 2013 and being eligible, seeks re-appointment.

Mode of Voting	Votes in favor of the resolution		Votes against the resolution		Invalid/ Abstained Votes	Total	
	Nos.	%	Nos.	%		Nos.	%
Remote e-Voting	2,83,01,919	100.00%	954	0.00%	53,750	2,83,02,873	100.00%
e-Voting at AGM	-	0.00%	0	0.00%	-	0	0.00%
Total	2,83,01,919	100.00%	954	0.00%	53,750	2,83,02,873	100.00%

Based on the aforesaid results, we report that this **Ordinary Resolution** has been passed with requisite Majority.

7 All electronic data and relevant records of voting will remain in my custody until the Chairman considers, approves and signs the minutes of the 34th Annual General Meeting and the same shall be handed over thereafter to the Chairman for safe keeping.

Thanking you,
Yours Faithfully,
BP & Associates
Company Secretaries

K.J. CHANDRA MOULI

Partner

C P No: 15708 | M No : 25315

UDIN: A025315C000995671

Place: Chennai

Date: 23rd September 2021



For The Waterbase Limited

T.B. SRIKANTH
Company Secretary & Compliance Officer

